

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**
Voluntary Petition

Name of debtor (if Individual, enter Last, First, Middle): California Power Exchange Corporation, a non-profit public benefit corporation	NAME OF JOINT DEBTOR (Spouse) (Last, First, Middle)
All Other Names used by the debtor in the last 6 years (Include married, maiden, and trade names): Cal P/X	All Other Names used by the Joint Debtor in the last 6 years (Include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): 95-4640368	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State, and Zip Code) 200 South Los Robles Avenue, Suite 400 Pasadena, California 91101-2482	Street Address of Joint Debtor (No. & Street, City, State, and Zip Code)
County of Residence or of the Principal Place of Business: Los Angeles	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from address above):	

Information Regarding the Debtor (Check the Applicable Boxes)
Venue (Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ This petition is being filed by a corporation or partnership under chapter 11 and the debtor acknowledges that a Venue Disclosure Form is required to be filed by General Order 97-02.

Type of Debtor (Check all boxes that apply)

- ☐ Individual(s) ☐ Railroad
- ☐ Corporation ☐ Stockbroker
- ☐ Partnership ☐ Commodity Broker
- ☒ Other

**Chapter or Section of Bankruptcy Code Under Which
the Petition is Filed (Check one box)**

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
- ☐ Chapter 9 ☐ Chapter 12
- ☐ Sec. 304 - Case Ancillary to foreign proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business ☒ Business

Filing Fee (Check one box)

- ☒ Filing fee attached
- ☐ Filing fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
- ☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Statistical/Administrative Information (Estimates only)

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

1-15	16-49	50-99	100-199	200-999	1000-over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Assets

\$0 - 50,000	\$50,001- 100,000	\$100,001- 500,000	\$500,001- \$1 million	\$1,000,001- \$10 million	\$10,000,001- \$50 million	\$50,000,001- \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Debts

\$0 - 50,000	\$50,001- 100,000	\$100,001- 500,000	\$500,001- \$1 million	\$1,000,001- \$10 million	\$10,000,001- \$50 million	\$50,000,001- \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

03/09/2001 **FILED** 15:14

LA01-16577ES

DEBTOR:

CALIFORNIA POWER EXCHANGE CORP

JUDGE: HON. E. Smith - 553

TRUSTEE: CH: 11 (INCOMPLETE)

341A MTG:

ADR:

CLERK, U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIF. ID: 706
RECEIPT NO: LA-009002 \$ 830.00

Voluntary Petition (This page must be completed and filed in ev. _____ se)		Name of Debtor(s): California Power E. _____ a Corporation, a non-profit public benefit corporation	
FORM B1, Page 2			
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location N/A Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: N/A		Case Number:	Date Filed:
District:		Relationship:	Judge:
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor, X _____ Signature of Joint Debtor, _____ Telephone and Fax Number (If not represented by attorney) _____ Date		Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X <u>George Sladoje</u> Signature of Authorized Individual X <u>George Sladoje</u> Printed Name of Authorized Individual <u>President & Chief Executive Officer</u> _____ Title of Authorized Individual <u>March 9, 2001</u> Date	
X <u>Joseph A. Eisenberg</u> Signature of Attorney for Debtor(s) <u>Joseph A. Eisenberg P.C.</u> Printed Name of Attorney for Debtor(s) <u>JEFFER MANGELS BUTLER & MARMARO, LLP</u> Firm Name <u>2121 Avenue of the Stars, 10th Floor</u> Address <u>Los Angeles, CA 90067</u> Telephone and Fax Number <u>(310) 203-8080, Fax: (310) 203-0567</u> <u>March 9, 2001</u> <u>SBN 52346</u> Date Bar Number		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. _____ Printed or Typed Name of Bankruptcy Petition Preparer _____ Social Security Number _____ Address _____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:	
Exhibit "A" (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person	
Exhibit "B" (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. X _____ Signature of Attorney for Debtor(s) _____ Date		X _____ Signature of Bankruptcy Petition Preparer _____ Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	

**RESOLUTION OF THE BOARD OF GOVERNORS
OF THE CALIFORNIA POWER EXCHANGE CORPORATION,
DATED JANUARY 20, 2001, AUTHORIZING THE FILING OF A
VOLUNTARY BANKRUPTCY PETITION FOR THE CORPORATION**

WHEREAS, the California Power Exchange Corporation is a California non-profit public benefit corporation ("CalPX") that operates pursuant to electric service tariffs authorized by the Federal Energy Regulatory Commission; and

WHEREAS, by resolution of the Board of Governors of CalPX (the "Board") dated January 18, 2001, which resolution is attached hereto and incorporated herein by this reference, the Board has authorized the officers of CalPX to begin an orderly downsizing of the business and the winding up of the affairs of CalPX; and

WHEREAS, the Board has determined that the orderly downsizing of the business and winding up of the affairs of CalPX may require that CalPX file a voluntary petition under the Bankruptcy Code.

THEREFORE, IT IS RESOLVED by the Board that upon a determination by the Executive Committee that exigent circumstances have arisen that require CalPX to file a bankruptcy petition and it is not practicable to convene a meeting of the Board prior to the time for such filing, then the filing of a voluntary bankruptcy petition on behalf of CalPX is authorized and the President/Chief Executive Officer of CalPX shall be and hereby is authorized to execute and verify a bankruptcy petition on behalf of CalPX and to cause the same to be filed with the United States Bankruptcy Court for the Central District of California; and

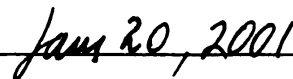
IT IS FURTHER RESOLVED by the Board that the filing of a voluntary bankruptcy petition on behalf of CalPX in circumstances other than those specified in the immediately preceding paragraph hereof may be authorized only upon further consideration and approval of the Board; and

IT IS FURTHER RESOLVED by the Board that the officers of CalPX shall be and hereby are authorized to execute and file all petitions, schedules, statement of affairs, lists, and other papers and to take any and all actions which they deem necessary or appropriate in connection with any bankruptcy proceedings, including the employment of one or more counsel for CalPX in connection with the filing and maintenance of any bankruptcy proceedings.

Attest:


Scott D. Rasmussen,
General Counsel and Corporate Secretary

Date:





**STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL RULE 1015-2**

UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Pasadena California

Signature George Sladoje
California Power Exchange Corporation
George Sladoje, President & CEO

March 9, 2001
Date

(Print Name and Title)

Party Name, Address, and Telephone Number (CA State Bar No. if applicable) Joseph A. Eisenberg P.C. (SBN 346) JEFFER, MANGELS, BUTLER & MARMARO, LLP 2121 Avenue of the Stars, 10th Floor Los Angeles, CA 90067 Telephone: (310) 203-8080 Fax: (310) 203-0567 Attorney for Debtor	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT	
In re: California Power Exchange Corporation, a non-profit public benefit corporation <div style="text-align: right;">Debtor.</div>	CHAPTER 11 CASE NUMBER <div style="text-align: right;">(No Hearing Required)</div>

**VENUE DISCLOSURE FORM
FOR CORPORATIONS FILING CHAPTER 11
(Required by General Order 97-)**

Attach additional sheets as necessary and indicate so in each section

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form SO100, SO200, or SO300):

 200 South Robles Avenue
 Suite 400
 Pasadena, CA 91101-2482

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:

 200 South Robles Avenue
 Suite 400
 Pasadena, CA 91101-2482

3. Disclose the current business address(es) of all corporate officers:

 200 South Robles Avenue
 Suite 400
 Pasadena, CA 91101-2482

4. Disclose the current business address(es) where the Debtor's books and records are located:

 200 South Robles Avenue
 Suite 400
 Pasadena, CA 91101-2482

<p>In re California Power Exchange Corporation a non-profit public benefit corporation</p> <p style="text-align: right;">Debtor</p>	<p>CHAPTER 11</p> <p>CASE NUMBER</p>
---	--------------------------------------

5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

200 South Robles Avenue
Suite 400
Pasadena, CA 91101-2482

6. Disclose any different address(es) to those listed above within six months prior to the filing of the petition and state the reasons for the change in address(es):

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (*specify*):

George Sladoje
200 South Robles Avenue
Suite 400
Pasadena, CA 91101-2482

President & Chief Executive Officer

8. Total number of attached pages of supporting documentation: 0

9. I declare under penalty of perjury of the laws of the United States of America, that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on the 9th day of March, 19 2001, at Pasadena, California

George Sladoje

Type Name of Officer

President & Chief Executive Officer

Position or Title of Officer


Signature of Declarant

United States Bankruptcy Court
Central District of California

In re The California Power Exchange Corporation

Case No. _____
(If known)

Chapter 11

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim [trade debt, bank loan, government contract, etc.]	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
Perot Systems Corporation 12404 Park Central Drive Dallas, TX 75251	Kenneth Z. Scott (972) 340-6556	Trade debt		\$1,082,688.82
OM Technology Energy Systems AS Norlandsgatan 31, SE 105 78 Stockholm, Sweden Attn: Mr. Peter Ferguson	Peter Ferguson 46 8 405 60 00	Trade debt	Disputed	\$776,283.00
IBM Global Services 3200 Windy Hill Road Atlanta, GA 30339-5610 Attn Thomas M Cotney Esq	Thomas M Cotney Esq (916) 351-2158	Trade debt		\$443,352.23
MCI Worldcom Communications Inc 700 South Flower Street Suite 1600 Los Angeles, CA 90017	Stephen Rubio (415) 228-1100	Trade debt		\$340,388.03
Milbank Tweed Hadley & McCloy 1 Chase Manhattan Plaza New York, NY 10005-1413	Edwin F. Feo (212) 530-5000	Legal services		\$288,276.67
BMC Software Distribution Inc 2101 Citywest Boulevard Houston, TX 77042	Mark Uran (713) 918-2793	Trade debt		\$275,027.90
Gartner Group Inc 12600 Gateway Blvd Fort Myers, FL 33913	Brian K Jones (941) 561-4276	Consulting Services		\$49,100.00
Hewlett Packard 8000 Foothill Boulevard MS 5634 Roseville, CA 95747-5634	Kent M. Crossman (800) 386-1115	Trade debt		\$35,335.00
Marsh Risk & Insurance Services 777 South Figueroa Street Los Angeles, CA 90017	David D White (213) 346-5262	Insurance		\$25,481.00
Arthur Andersen LLP 633 West Fifth Street 30th Floor Los Angeles, CA 90071-2008	Hardy Moat (213) 614-6991	Accounting services		\$19,532.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continued)

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim [trade debt, bank loan, government contract, etc.]	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
ABB Power T&D Company Inc ABB Energy Initiative Inc 451 El Camino Real Santa Clara, CA 95050-4300	Tom Kepner (408) 615-6204	Consulting Services		\$15,650.00
Stephen R Etsler 1589 Spyglass Circle Chesterton, IN 46304	Stephen Etsler (312) 906-6183	Consulting Services		\$12,274.39
Cingular Wireless 2521 Michelle Drive 2nd Floor Tustin, CA 92780	Dixie Long (714) 734-7571	Trade debt		\$12,041.80
William M Mercer Inc File # 53135 Los Angeles, CA 90074-3135	Elizabeth Lucas (213) 346-2680	Consulting		\$12,000.00
William Wachob & Associates The Campaign Group Inc 7730 Herschel Avenue Suite E La Jolla, CA 92037	William Wachob (215) 732-8200	Lobbyist		\$12,000.00
Business Objects Americas 2870 Zanker Road San Jose, CA 95134	David Turner (408) 894-6134	Trade debt		\$9,690.54
Pinkerton Security Svc Inc 1520 West Cameron Avenue Suite 110 West Covina, CA 91790	Angela Mancila (800) 888-4277	Security		\$9,104.71
Harrison Associates BCE Place 181 Bay Street Suite 3740/PO Box 798 Toronto, Ontario, CANADA M5J 2T3	John Harrison (416) 364-5441	Consultants		\$7,300.59
Carpenter Snodgrass & Associates PO Box 17516 Irvine, CA 92623	George Dunn (916) 447-2251	Lobbyist		\$7,189.47
Xerox Corporation Customer Business Center 350 South Northwest Highway Park Ridge, IL 60068	Michael Cunningham (626) 309-9020	Trade debt		\$4,891.54

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

Date March 9, 2001

Signature _____


 George Sladoje, President & CEO
 California Power Exchange Corporation

Joseph A. Eisenberg P.C. (SBN 52346)

JEFFER, MANGELS, BUTLER & MARMARO, LLP
2121 Avenue of the Stars, 10th Floor
Los Angeles, CA 90067

(310) 203-8080

Fax: (310) 203-0567

- ☐ Attorney for Debtor(s)
☐ Debtor Representing Self

**United States Bankruptcy Court
Central District of California**

In re [Set forth here all names including married, maiden, and trade names used by debtor within last 6 years.]

California Power Exchange
Corporation,
a non-profit public benefit
corporation

Social Security No(s). _____ Debtor
Employer's Tax Identification Nos. [if any] 95-4640368 and all

Case No. _____

Chapter 11 _____

**DISCLOSURE RE ATTORNEY'S
SCOPE OF APPEARANCE
PURSUANT TO LOCAL
BANKRUPTCY RULE 2090-1(1)(c)**

The undersigned, pursuant to Local Bankruptcy Rule 2090-1(1)(c), states that:

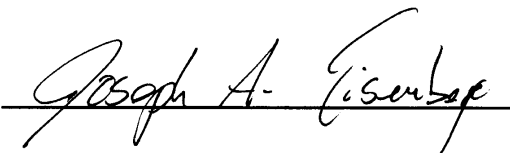
- (1) The undersigned, is the attorney for the debtor(s) in this case.
- (2) The compensation paid or agreed to be paid by the debtor(s) in this case.
 - (a) for legal services rendered or to be rendered in contemplation of and in connection with this case.
 - (b) prior to filing this statement, debtor(s) have paid \$420,000
 - (c) the unpaid balance due and payable is 0
- (3) \$830.00 of the filing fee in this case has been paid.
- (4) The services rendered or to be rendered include the following:
 - (a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under Title 11, United States Code.
 - (b) Preparation and filing of the petition, schedules of assets and liabilities, statement of affairs, and other documents required by the court.
 - (c) Representation of the debtor(s) at the first meeting of creditors, confirmation hearing, Relief from Stay, and compliance with General Order No. 1.
 - (d) Attorney may seek supplemental fees for Relief from Stay hearings;
- (5) The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and if a fee is paid by transfer of property or if security is taken, give details here and in appropriate Section of Schedules or Statement of Affairs.
- (6) The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
- (7) The undersigned have not shared or agreed to share, with any other person, other than with members of their law firm or corporation, any compensation paid or to be paid except as follows:

Dated: March 9, 2001 _____

I /We hereby approve the above:

Signature of Debtor George Sladoje, President & CEO

Signature of Joint Debtor



JEFFER, MANGELS, BUTLER & MARMARO, LLP

Attorneys for Debtor(s)

United States Bankruptcy Court Central District of California

In re California Power Exchange Corporation, a non-profit public benefit corporation <div style="text-align: right;">Debtor.</div>	CASE NUMBER: _____ CHAPTER: <u>11</u> <div style="text-align: center;">DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</div>
---	---

1. Pursuant to 11 U.S.C. § 329(a) and the Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept
 Prior to the filing of this statement I have received \$420,000
 Balance Due 0

2. The source of the compensation paid to me was:
☒ Debtor ☐ Other (specify)
3. The source of compensation to be paid to me is:
☐ Debtor ☐ Other (specify)
4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
- ☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

Name: Joseph A. Eisenberg P.C. \ 52346)

Address: JEFFER, MANGELS, BUTLER & MARMARO, LLP
2121 Avenue of the Stars, 10th Floor
Los Angeles, CA 90067

Telephone: (310) 203-8080

Fax: (310) 203-0567

☒ Attorney for Debtor(s)
☐ Debtor in Pro Per**United States Bankruptcy Court
Central District of California**List all names including trade names, used by Debtor(s) within
last 6 years:California Power Exchange
Corporation,
a non-profit public benefit
corporation


CASE NUMBER: _____

CHAPTER: 11Debtor(s) EIN No. 95-4640368**VERIFICATION OF CREDITOR MAILING LIST**

The above named debtor(s), do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 32 sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rule 1007-2 and I/we assume all responsibility for errors and omissions.

Date: March 9, 2001

Signature


California Power Exchange Corporation
George Sladoje, President & CEO

(Print Name and Title)

Attorney (if applicable)

If the Court has previously ordered that you may not file bankruptcy for 180 days or any other period,
you may not file bankruptcy without prior leave of the Court.

Corporate~PartSignatureBlock

California Power Exchange Corporation
George Sladoje, President & CEO

California Power Exchange Corporation
200 South Los Robles Avenue
Suite 400
Pasadena, CA 91101-2482

Jeffer, Mangels, Butler & Marmaro LLP
2121 Avenue of the Stars 10th Floor
Los Angeles, CA 90067

Office of the U S Trustee
221 N Figueroa St
Room 800
Los Angeles, CA 90012

ABB Power T&D Company Inc
ABB Energy Initiative Inc
451 El Camino Real
Santa Clara, CA 95050-4300

Accuman Moving & Storage
21303 Itasca St
Chatsworth, CA 91311

AES Placerita Inc
c/o Bob Johnston
20885 Placerita Canyon Road
Newhall, CA 91321

Aikins MacAulay & Thorvaldson
30th Floor Commodity Exchange Tower
360 Street
Winnipeg, Manitoba R3C 4G1

Air Conditioning Company Inc
6265 San Fernando Road
Glendale, CA 91201

Alan Z Yudkowsky Esq
Stroock & Stroock & Lava
2029 Century Park East Suite 1800
Los Angeles, CA 90067-3086

Alicia J King
856 Darius Avenue
Walnut, CA 91789

Alta Office Services
20425 South Susana Road
Long Beach, CA 90810-1138

American Electric Power Service
Corporation
c/o William C Reed
1 Riverside Plaza
Columbus, OH 43215

Ana Oyarzabal
4033 N Hartley Avenue
Covina, CA 91722

Anne Hayes Hartman Esq
Goodin MacBride Squeri Ritchie & Day LLP
505 Sansome Street Suite 900
San Francisco, CA 94111

APS Energy Services Company
c/o Robert E Anderson
400 East Van Buren Street Ste 750
Phoenix, AZ 85004

Aquila Power Corporation
c/o Travis Martin
10750 East 350 Highway
Kansas City, MO 64138

Arcus Data Security Inc
PO Box 911862
Dallas, TX 75391-1862

Arizona Electric Power Cooperative Inc
c/o Walter T Bray
PO Box 670
Benson, AZ 85602

Arizona Public Service Company
c/o Steve Maestas
400 North 5th Street Station #9831
Phoenix, AZ 85004

Arnold Hui
5260 S Huntington Drive # 102
Los Angeles, CA 90032

Arthur Andersen LLP
633 West Fifth Street 30th Floor
Los Angeles, CA 90071-2008

AT&T
PO Box 30519
Los Angeles, CA 90030-9827

Automated Power Exchange
c/o Jack Ellis
26340 Alexander Place
Los Altos Hills, CA 94022

Avista Energy Inc
c/o Thomas A Johns
201 West North River Drive Ste 610
Spokane, WA 99201

Barbara Gray
19551 Dexter Street
Covina, CA 91724

BMC Software Distribution Inc
2101 Citywest Boulevard
Houston, TX 77042

Bob Liu
305 N Chapel Apt C
Alhambra, CA 91801

Bonneville Power Administration
c/o Stephen Oliver
905 NE 11th Avenue
PO Box 3621-PSB-5
Portland, OR 97208-3621

British Columbia Power Exchange
Corporation
c/o Renata Kurschner
666 Burrard Street
Vancouver, B.C. V6C 2X8

Business Objects Americas
2870 Zanker Road
San Jose, CA 95134

Cafe Leah
245 Market Street
San Francisco, CA 94105
Attn: Josephine

California Dept of Water Resources
c/o Viju Patel
1416 Ninth Street
Sacramento, CA 95814-5515

California Polar Power Brokers
c/o Morten Helle
503 Divisadero
San Francisco, CA 94117

Campus 1000 Fremont LLC
5424 Wilshire Blvd Suite 207
Los Angeles, CA 90010

Candy W Mark
218 S Russell Avenue
Monterey Park, CA 91755

Canyon City Printing
1537 McKinley
Azusa, CA 91702

Cargill-Alliant LLC
c/o John Larkey
12700 Whitewater Drive
Minnetonka, MN 55343

Carpenter Snodgrass & Associates
PO Box 17516
Irvine, CA 92623

Central Parking Corporation
1000 South Fremont Avenue
Building AO First Floor
Alhambra, CA 91803-4737

Chanream Tang
1330 Fremont Avenue Apt B
Alhambra, CA 91803

Charlotte Cham-DeVela
618 W Dryden Street Suite 102
Glendale, CA 91202

Charter Communications
2215 West Mission Road
Alhambra, CA 91802-1451

Christopher A Anderson
149 South Los Robles Avenue
Apt 206
Pasadena, CA 91101

Cingular Wireless
2521 Michelle Drive 2nd Floor
Tustin, CA 92780

Citizens Power Sales
c/o Jeanne Higgins
160 Federal Street 4th Floor
Boston, MA 02110

City Clerk's Tax and Permits
111 N Hope Street #L68
Los Angeles, CA 90012-2607

City of Riverside
c/o Albert T Dykstra
2911 Adams Street
Riverside, CA 92504

City of Vernon
c/o Kenneth J DeDario
4305 Santa Fe Avenue
Vernon, CA 90058

Clark R Cheng
19935 Mid Pines Lane
Porter Ranch, CA 91326

Clifford D Clementson
9240 Longden
Temple City, CA 91780

Comision Federal De Electricidad
c/o Mario Lara Carmona
Calzada Hector Teran Teran km 35
Col Wisteria Mexicali B.C.
Baja California, Mexico 21350

Corporate Express
PO Box 95708
Chicago, IL 60694-5708

CSW Energy Services Inc
c/o Bob Tumilty
Two West Second Street
PO Box 21928
Tulsa, OK 74103

Daniel Yee
2191 Bent Creek Drive
San Ramon, CA 94583

Dean T Isa
15056 Calle Verano
Chino Hills, CA 91709

Dept of Benefit Payments
Collection Section
800 Capitol Mall
Sacramento, CA 95814

DHL Airways
PO Box 78016
Phoenix, AZ 85062-8016

Diana Young
4946 Willmonte Avenue
Temple City, CA 91780

Diane E Pritchard Esq
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105-2482

Donald Schiada
1233 Woodmere Drive
Upland, CA 91786

Douglas L Thorpe Esq
Perkins Coie LLP
1620 26th Street Sixth Floor
Santa Monica, CA 90404

Douglas M Butz Esq
Butz Dunn DeSantis & Bingham
19800 MacArthur Boulevard
Suite 300
Irvine, CA 92612

Dow Jones News Service
OCR Processing
PO Box 30
Chicopee, MA 01021-0030

DTN Corporation
9110 West Dodge Road Suite 200
Omaha, NE 68114-3324

Duke Energy Trading and Marketing LLC
c/o Steve VanLeer
4 Triad Center Suite 1000
Salt Lake City, UT 84180

Dunn & Bradstreet
PO Box 75983
Chicago, IL 60675-5983

Edison Mission Marketing & Trading Inc
c/o Kenneth L Lackey
18101 Von Karman Avenue Ste 1700
Irvine, CA 92612

El Paso Power Services Company
c/o Kerry Overton
1001 Louisiana Street
Houston, TX 77002

Electric Clearinghouse Inc
c/o J Jolly Hayden
1000 Louisiana Suite 5800
Houston, TX 77002-5050

Employment Development Dept
Tax Collection Section MIC92E
P O Box 826203
Sacramento, CA 94230-6203

Engage Energy US LP
c/o Wes Green
Five Greenway Plaza Suite 1200
Houston, TX 77046

Enron Power Marketing Inc
c/o Kim S Theriot
1400 Smith Street
Houston, TX 77002

Enserch Energy Services Inc
c/o Stan Stratton
1301 Fannin Suite 2300
Houston, TX 77002

Erik B Johmson
4159 S Hobart Blvd
Los Angeles, CA 90062

Federal Express
PO Box 1140
Memphis, TN 38101-1140

FPL Energy Power Marketing Inc
700 Universe Blvd
Juno Beach, FL 33408

Franchise Tax Board CA
Special Procedures Section
9750 Business Park Dr #220
Sacramento, CA 95827

Gartner Group Inc
12600 Gateway Blvd
Fort Myers, FL 33913

Gary M Brown
23548 Estrella Place
Valencia, CA 91355

Gary S Fergus Esq
Brobeck Phleger & Harrison LLP
Spear Street Tower
One Market
San Francisco, CA 94105

George Sladoje
462 Ida May Lane
Sierra Madre, CA 91024

Gerd F Kerswill
5432 Placerita Drive
Simi Valley, CA 93063

Gita Razavi
2229 San Ysidro Drive
Beverly Hills, CA 90210

Gloriann Connor (former employee)
3752 Live Oak Drive
Pomona, CA 91767

Gordon P Erspamer Esq
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105-2482

Hafslund Energy Trading LLC
c/o Heine Ronningen
595 Market Street Suite 2500
San Francisco, CA 94105

Harrison Associates
BCE Place
181 Bay Street Suite 3740/PO Box 798
Toronto, Ontario, CANADA M5J 2T3

Harry A Olivar Jr Esq
Quinn Emanuel Urquhart Oliver & Hedges
LLP
865 South Figueroa St 10th Fl
Los Angeles, CA 90017

Herman Leung
231 E Avenue 40
Los Angeles, CA 90031

Hewlett Packard
8000 Foothill Boulevard MS 5634
Roseville, CA 95747-5634

Honeywell Home & Building Control
PO Box 5114
Carol Stream, IL 60197-5114

I R S Special Procedures Function
Collection Division
Room 4062 Federal Bldg (Stop 5022)
300 N Los Angeles Street
Los Angeles, CA 90012

IBM Global Services
3200 Windy Hill Road
Atlanta, GA 30339-5610
Attn Thomas M Cotney Esq

Idaho Power Company
c/o Michelle Catherine
1221 West Idaho Street
Boise, ID 83702

Illinova Energy Partners Inc
c/o Layne Brown
6955 Union Park Center Suite 300
Midvale, UT 84047

Janet Reno Attorney General
US Dept of Justice
10th & Constitution Ave NW Rm 4400
Washington, DC 20530

Jeffer, Mangels, Butler & Marmaro LLP
2121 Avenue of the Stars 10th Floor
Los Angeles, CA 90067

Jennifer Baldocchi Esq
Paul Hastings Janofsky & Walker LLP
555 South Flower Street
Los Angeles, CA 90071-2371

Jesus Arredondo
2816 Grasslands Drive
Apt 2713
Sacramento, CA 95833

John C Morrissey Esq
McCutchen Doyle Brown & Enersen LLP
355 South Grand Avenue Suite 4400
Los Angeles, CA 90071-1560

Julia A Chacon
3861 Madonna Drive
Fullerton, CA 92835

Karen Y Koyano
620 Brademas Court
Simi Valley, CA 93065

Kenneth J Czamecki
12621 San Antonio
Chino, CA 91710

Koch Energy Trading Inc
c/o Adam Goldberg
600 Travis Street 12th Floor
Houston, TX 77002

Laura L Hobson
11689 Mt Jefferson Drive
Alta Loma, CA 91737

Lawrence P Ebner Esq
Morrison & Foerster LLP
12th Fl 19900 MacArthur Boulevard
Irvine, CA 92612-2445

Lawrence R Conn
3074 Pine Street
Riverside, CA 92501

LG&E Energy Marketing Inc
c/o Joseph M Paul
1000 S Fremont Avenue A9-W 5th Floor
Alhambra, CA 91803

Liana Filishtiner
2216 Harriman Lane #B
Redondo Beach, CA 90278

Lisa G Urick
14144 Dickens Street # 222
Sherman Oaks, CA 91423

Lorena C Duran
925 Fairview Avenue
Apt E
Arcadia, CA 91007

Los Angeles County Tax Collector
P O Box 54088
Los Angeles, CA 90054

Lynn M Miller
827 Woodward Blvd
Pasadena, CA 91107

Maria G Siao
14359 Autumn Hill Lane
Chino Hills, CA 91709

Mario H Sarmiento
20555 E Meghan Street
Walnut, CA 91789

Marsh Risk & Insurance Services
777 South Figueroa Street
Los Angeles, CA 90017

Martinez Refining Company
c/o Bruce Irion
3485 Pacheco Blvd PO Box 711
Martinez, CA 94553

Maxwell S Bulk
300 17th Street
Manhattan Beach, CA 90266

MCI Worldcom Communications Inc
700 South Flower Street Suite 1600
Los Angeles, CA 90017

Merchant Energy Group of the Americas
Inc
c/o Matt Motley
275 West Street Suite 320
Annapolis, MD 21401

Merrill Lynch Capital Services
c/o Craig Gontkovic
World Financial Center North Tower
7th Floor
New York, NY 10281

Michael Kane
615 S Foxhaven Place
Diamond Bar, CA 91765

Midway Sunset Cogeneration Company
c/o Edmond R Western
3466 West Crocker Springs Road
Fellows, CA 93224

MIECO Inc
c/o Bruce Mc Allister
301 East Ocean Blvd Ste 1100
Long Beach, CA 90802

Milbank Tweed Hadley & McCloy
1 Chase Manhattan Plaza
New York, NY 10005-1413

Modesto Irrigation District
c/o Blair Jackson
1231 Eleventh Street
Modesto, CA 95352

Morgan Stanley Capital Group Inc
1585 Broadway 4th Floor
New York, NY 10036

Nancy H Eng
3148 Jackson Avenue
Rosemead, CA 917702

Nevada Power Company
c/o Jeffrey Klein
6226 West Sahara Avenue
Las Vegas, NV 89146

New Energy Ventures Inc
c/o Gregory J Kosier
535 Boyston Street Top Floor
Boston, MA 02116

Nextel Communications
P O Box 7418
Pasadena, CA 91109-7418

Nora Cregan Esq
McCutchen Doyle Brown & Enersen LLP
Three Embarcadero Center
San Francisco, CA 94111-4067

Nora G Vizcaino
3515 S Forecastle Avenue
West Covina, CA 91792

NorAm Energy Services Inc
c/o Lisa Flowers
PO Box 4455
Houston, TX 77210-4455

Northern California Power Agency
c/o Thomas Green
180 Cirby Way
Roseville, CA 95678

Office Depot
File #81901
Los Angeles, CA 90074-1901

Office of County Counsel
648 Hall of Administration
500 West Temple Street
Los Angeles, CA 90012

OM Technology Energy Systems AS
Norrandsgatan 31, SE 105 78
Stockholm, Sweden
Attn: Mr. Peter Ferguson

Pacific Bell
Payment Center
Van Nuys, CA 91388-0001

Pacific Gas and Electric Company
c/o Bernard A Speckman
PO Box 770000 Mail Code B13E
77 Beale Street
San Francisco, CA 94177

Pacific State Investors LLC
c/o Insignia/ESG Inc
444 South Flower Street 24th Floor
Los Angeles, CA 90017

PacifiCorp
c/o Mark Fischer
9951 SE Ankeny Street
Portland, OR 97216-2315

PacifiCorp Power Marketing Inc
c/o Mark S Fischer
830 NE Holladay Street Ste 200
Portland, OR 97232

Paul Pantano Esq
McDermott Will & Emery
600 Thirteenth Street NW
Washington, DC 20005-3096

PECO Energy Company
c/o Michael Kaufman
2004 Renaissance Blvd
King of Prussia, PA 19406

Per A. Ramfjord Esq
Stoel Rives LLP
900 SW Fifth Avenue Suite 2600
Portland, OR 97204-1268

Perot Systems Corporation
12404 Park Central Drive
Dallas, TX 75251

PG&E Energy Services Corporation
c/o William Talbott
345 California Street
San Francisco, CA 94104

Pinkerton Security Svc Inc
1520 West Cameron Avenue Suite 110
West Covina, CA 91790

Portland General Electric Company
c/o William S Casey
121 SW Salmon Street
Portland, OR 97204

Power Resource Managers LLC
c/o GR Garman PE
2100 112th Avenue NE Ste 100
Bellevue, WA 98004-2911

PP&L Montana LLC
c/o Joel D Cook
45 Basin Creek Road
Butte, MT 59701

Public Service Company of New Mexico
c/o David Hawkins
Alvarado Square MS EP11
Albuquerque, NM 87158

Rachel E Axelrad
1232 Oak Street
Upland, CA 91784

Richard F Culhane
136 Elkins Place
Arcadia, CA 91006

Robert E Kohn Esq
McDermott Will & Emery
2049 Century Park East
Los Angeles, CA 90067-3208

Robert Earle
2125 E Orange Grove
Pasadena, CA 91104

Sacramento Municipal Utility District
c/o Jan Schori General Manager
6201 S Street MS B408
Sacramento, CA 95817-1899

Salt River Project Agricultural
Improvement and Power District
c/o John Thomas Underhill
PO Box 52025 Mail Station POB007
Phoenix, AZ 85072-2025

San Diego Gas & Electric Company
c/o William Reed
101 Ash Street
San Diego, CA 92101

Sandi J Thompson
645 S Marengo Avenue # B
Pasadena, CA 91106

Securities & Exchange Commission
Attn Bankruptcy Counsel
5670 Wilshire Blvd 11th Floor
Los Angeles, CA 90036

Sempra Energy Trading Corp
c/o Christine Mastro
One Greenwich Plaza
Greenwich, CT 06830

Sheryl E Sarabia
2617 Petunia Street
West Covina, CA 91792

Sierra Pacific Industries
c/o Bob Ellery
19794 Riverside Avenue
Anderson, CA 96007

Sierra Pacific Power Company
c/o Jonathan Perry
6100 Neil Road
Reno, NV 89511

Smarco M Ho
215 N Olive Avenue Apt D
Alhambra, CA 91801

Southern California Edison Company
c/o Steve L McDonald
2244 Walnut Grove Avenue
Rosemead, CA 91770

Southern Company Energy Marketing LP
c/o John L O'Neal
900 Ashwood Parkway Ste 490
Atlanta, GA 30338

State Board of Equalization
Supervisor of Collection
P O Box 942879
Sacramento, CA 95808

Statoil Energy Trading Inc
c/o Robert Cauthen
2800 Eisenhower Avenue
Alexandria, VA 22314

Stephen R Etsler
1589 Spyglass Circle
Chesterton, IN 46304

Strategic Energy LLC
c/o Douglas J Schaefer
Two Gateway Center
Pittsburgh, PA 15222

Sunlaw Cogeneration Partners I
c/o Mitchell D Weinberg
PO Box 58324 2045 East Vernon Ave
Los Angeles, CA 90058

Superior Plantscapes
PO Box 1246
Gardena, CA 90249-2601

Susan D Rossi
4400 Commonwealth Avenue
La Canada, CA 91011

Susan Wai Ping Cheng
1234 Kempton Avenue
Monterey Park, CA 91755

Texaco Energy Servies
c/o Allan Davis
1546 China Grade Loop
Bakersfield, CA 93308-9700

The City of Anaheim
c/o City Clerk
200 S Anaheim Blvd
Anaheim, CA 92805

The City of Santa Clara
c/o Raymond C Camacho
1500 Warburton Avenue
Santa Clara, CA 95050

The City of Seattle
c/o Paula S Green
Seattle City Light
700 Fifth Ave Ste 3300
Seattle, WA 98104-5031

The Dept of Water and Power Cty of LA
c/o Bruce N Hamer
111 North Hope Street Room 1149
Los Angeles, CA 90012-2694

The Edmonton Sun
250 4990-92 Avenue
Edmonton, Alberta T6B 3A1
Attn: Paul Currie

The Montana Power Trading & Marketing
Company
c/o Sheryl Lambertson
16 East Granite Street
Butte, MT 59701

The Wall Street Journal
200 Burnett Road
Chicopee, MA 01020

The Western Area Power Admin Colorado
River Storage Project
c/o Jeffrey W Ackerman
1800 S Rio Grande Avenue
Montrose, CO 81401

The Western Area Power Admin-Sierra
Nevada Region
c/o Robert E Miller
114 Parkshore Drive
Folsom, CA 95630

Thomas A Freiberg Jr
Fulbright & Jaworski LLP
65 South Figueroa Street 29th Floor
Los Angeles, CA 90017-2571

Timothy L Devine
6801 E Falconview Lane
Agoura, CA 91301

Transalta Energy Marketing (CA) Inc.
c/o David Backe
1202 Centre Street So 8th Floor
Calgary, Alberta T2G 5A5

Tucson Electric Power Company
c/o Steven J Glaser
220 West Sixth Street
Tucson, AZ 85702

Union Bank of California
445 S Figueroa St 15th Floor
Los Angeles, CA 90071

United Parcel Service
PO Box 505820
The Lakes, NV 88905-5820

Universal Courier
PO Box 5305
Culver City, CA 90231-5305

UNUM Life Insurance Co of America
PO Box 382001
Pittsburg, PA 1520-8001

Unum Life Insurance Company of America
33222 Treasury Center
Chicago, IL 60694-3200

US Attorneys Office
US Dept of Justice
312 N Spring Street
Los Angeles, CA 90012

US Dept of Justice Tax Division
Civil Trial Section Western Region
P O Box 683 Ben Franklin Station
Washington, DC 20044

USGen Power Services LP
c/o David Ellsworth
7500 Old Georgetown Road Ste 1300
Bethesda, MD 20841

Versatile
3630 Park Sierra Drive
Riverside, CA 92505

Villyady Kurniawan
1201 West Mission Road Apt 8
Alhambra, CA 91803

VOLT
Accounts Receivable
File #53102
Los Angeles, CA 90074

Watson Wyatt & Company
1055 Solutions Center
Chicago, IL 60677-1000

Watson Wyatt Data Services
218 Route 17 North
Rochelle Park, NJ 07662

William G Markis
5174 Loleta Avenue
Eagle Rock, CA 90041

William M Mercer Inc
File # 53135
Los Angeles, CA 90074-3135

William Wachob & Associates
The Campaign Group Inc
7730 Herschel Avenue Suite E
La Jolla, CA 92037

Williams Energy Services Company
c/o Christopher Brown
One Williams Center PO Box 2848
Tulsa, OK 74101

Xebec Data Corp
10730 E Bethany Drive Suite 305
Aurora, CO 80014

Xerox Corporation
Customer Business Center
350 South Northwest Highway
Park Ridge, IL 60068

Zoila Arriaga-Rodriguez
633 N Wabash Avenue
Glendora, CA 91741